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*Electronically Filed - March 1, 2007*

Attorneys for Lenders Protection Group

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

—ooOoo—

In re:  
USA COMMERCIAL MORTGAGE  
COMPANY,  
  
Debtor.

Case Nos.:  
BK-S-06-10725-LBR  
BK-S-06-10726-LBR  
BK-S-06-10727-LBR  
BK-S-06-10728-LBR  
BK-S-06-10729-LBR

\_\_\_\_\_  
In re:  
USA CAPITAL REALTY ADVISORS,  
LLC,  
  
Debtor.

JOINTLY ADMINISTERED  
Chapter 11  
Hearing Date: March 1, 2007  
Hearing Time: 9:30 a.m.

\_\_\_\_\_  
In re:  
USA CAPITAL DIVERSIFIED TRUST  
DEED FUND, LLC,  
  
Debtor.

**DECLARATION OF RICHARD R.  
TRACY IN SUPPORT OF  
MOTION FOR LIMITED STAY  
PENDING APPEAL**

\_\_\_\_\_  
In re:  
USA FIRST TRUST DEED FUND, LLC,  
  
Debtor.

\_\_\_\_\_  
In re: USA SECURITIES, LLC,  
  
Debtor.

\_\_\_\_\_  
Affects: All Debtors  
\_\_\_\_\_

I, Richard R. Tracy, being first duly sworn, do depose and say under the penalty of perjury:

1. I am a creditor in the USA Commercial Mortgage Company ("USACM") bankruptcy case (BK-S-06-10725-LBR) with claims classified as A-4 (General Unsecured Claims) and A-5 (Direct Lender Compromise Claims) classified in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed herein on November 15, 2006.

2. I have knowledge of and am competent to testify to the matters stated herein.

3. Attached hereto as Exhibit A are true and correct copies of the loan and or check statements which I received from the Debtor.

4. As detailed in Exhibit A, the Debtors have taken and are holding my property, namely portions of post-petition payments made by third-party borrowers to me as a lender, which payments are processed by Debtor USACM, as a loan servicer.

I hereby swear under penalty of perjury that the assertions of this Declaration are true.

DATED: February 28, 2007

Richard R. Tracy and Ursula W. Tracy  
Husband and wife, as joint tenants  
with right of survivorship  
Legal Vesting Name

By: Richard R. Tracy  
Name

P.O. Box 1404

Carson City NV 89702-1404

**USA Commercial Mortgage Company**  
 as Loan Servicing Agent for Loans Listed Below

**Check Statement for January 1, 2007 through January 31, 2007**

**Account ID: 6179**

Richard R. Tracy & Ursula W. Tracy, husband & wife, as joint tenants with right of survivorship

Po Box 1404  
 CARSON CITY, NV 89702-1404

Loan Name	Principal Received in Current Period	Prior Period Principal Due to (from) Investor	Net Interest Received in Current Period	Prior Period Interest Due to (from) Investor	Total Due to (from) Investor
Bundy Canyon \$5,725,000	\$0.00	\$0.00	\$0.00	\$4,845.58	\$4,845.58
HFA- Clear Lake	\$0.00	\$0.00	\$0.00	(\$6,786.70)	(\$6,786.70)
	\$0.00	\$0.00	\$0.00	(\$1,921.12)	(\$1,921.12)

Prior Period Holdback:

Uncollected Amount (\$159.39)

**Net Check Amount (\$2,080.51)**

The current period is the period covered by the statement.  
 The prior period reflects the amounts netted or held back post-petition.  
 This statement is provided for information purposes only and is intended for the sole benefit of the named vested party.  
 This statement is not intended to represent a loan payoff quote.  
 USACM reserves the right to update and supplement this statement.

THIS STATEMENT REFLECTS THE STATUS THROUGH JANUARY 31, 2007

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